AN AMAZING SPIDER-MAN EVENT

DEAD NO MORE: THE CLONE CONSPIRACY™

SLOTT • CHEUNG • SMITH • DELL • PONSOR

#4

MARVEL

When science geek Peter Parker was bitten by a radioactive spider, he was imbued with amazing abilities: the proportional strength and speed of a spider, adhesive fingertips and toes, and a precognitive awareness of danger called "spider-sense." After inadvertently playing a part in the death of his Uncle Ben, Peter learned that with great power there must also come great responsibility, and now fights crime as the web-slinging, wall-crawling wonder called...

The AMAZING SPIDER-MAN

Recently, a pharmaceutical company called New U has been delivering medical miracles. But when one of their patients set off Peter Parker's spider-sense, he decided that the situation warranted a closer look – as The Amazing Spider-Man! What Peter discovered was nothing short of a nightmare. New U was secretly being run by the Jackal, one of Spider-Man's oldest foes. For months, he's been using cloning technology to bring Spider-Man's long lost friends, foes, and loved ones back from the dead!

Meanwhile, Kaine Parker, one of the Jackal's first clones, has made a terrifying discovery. While traveling to alternate dimensions, Kaine found many where Jackal unleashed a carrion epidemic, wtih the help of Peter. He feared that our Earth was next.

Kaine and Spider-Gwen (Gwen Stacy of Earth-65) had a plan, but he was captured by the Jackal before they could act. Meanwhile, Peter has come face to face with the Jackal himself. But the man behind the mask didn't bear the fate Peter expected. instead, it's Ben Reilly, Peter's own clone! And even more amazingly, he has a proposal to win Peter over: the opportunity to bring back Uncle Ben!

DAN SLOTT
WRITER

JIM CHEUNG
PENCILER

JOHN DELL & CORY SMITH
INKERS

JUSTIN PONSOR
COLOR ARTIST

VC's JOE CARAMAGNA
LETTERER

GABRIELE DELL'OTTO
COVER ARTIST

MARK BAGLEY, JOHN DELL, RICHARD ISANOVE;
ALEXANDER LOZANO, MORRY HOLLOWELL
VARIANT COVER ARTISTS

ANTHONY GAMBINO
TITLE PAGE DESIGN

ALLISON STOCK
ASSISTANT EDITOR

DEVIN LEWIS
ASSOCIATE EDITOR

NICK LOWE
EDITOR

AXEL ALONSO
EDITOR IN CHIEF

JOE QUESADA
CHIEF CREATIVE OFFICER

DAN BUCKLEY
PUBLISHER

ALAN FINE
EXECUTIVE PRODUCER

SPIDER-MAN CREATED BY STAN LEE AND STEVE DITKO

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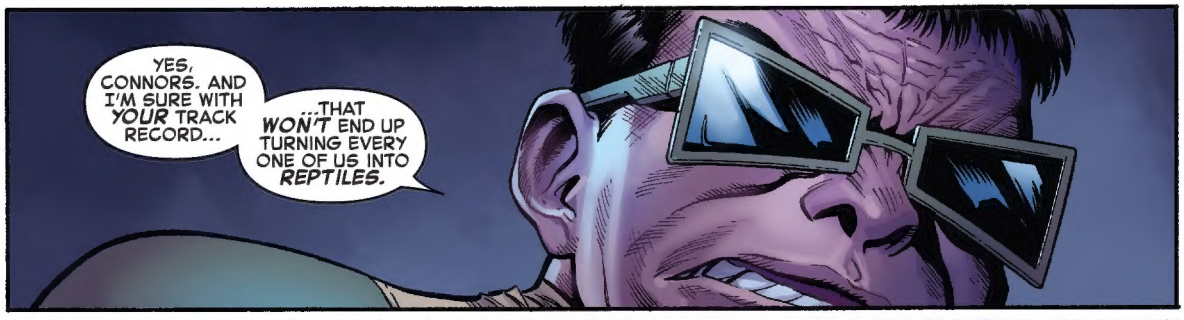
THE JACKAL'S LABORATORY.
HEY, OCK! YOU DONE YET? HAVING SUPER-POWERS IS SUPPOSED TO BE COOL.
AND NOT JUST BEING HOOKED UP TO CRAP.
MMMPH!
WHAT HE SAID.
PATIENCE, ELECTRO. MY PROTO CLONE IS ALMOST COMPLETE.
BUT I MUST MAKE CERTAIN IT WON'T SUFFER THE SAME CELLULAR DECAY AS THE JACKAL'S PREVIOUS ATTEMPTS.
LIKE THE PATHETIC CLONE-BATCH THAT SPAWNED YOU. OR OLDER, INFERIOR MODELS LIKE KAINE HERE.
I WOULDN'T MOCK OUR MASTER'S TECHNIQUES, OCTAVIUS...
...CONSIDERING, THAT, LIKE MYSELF, YOU, TOO, ARE ONE OF THOSE DECAYING CLONES.

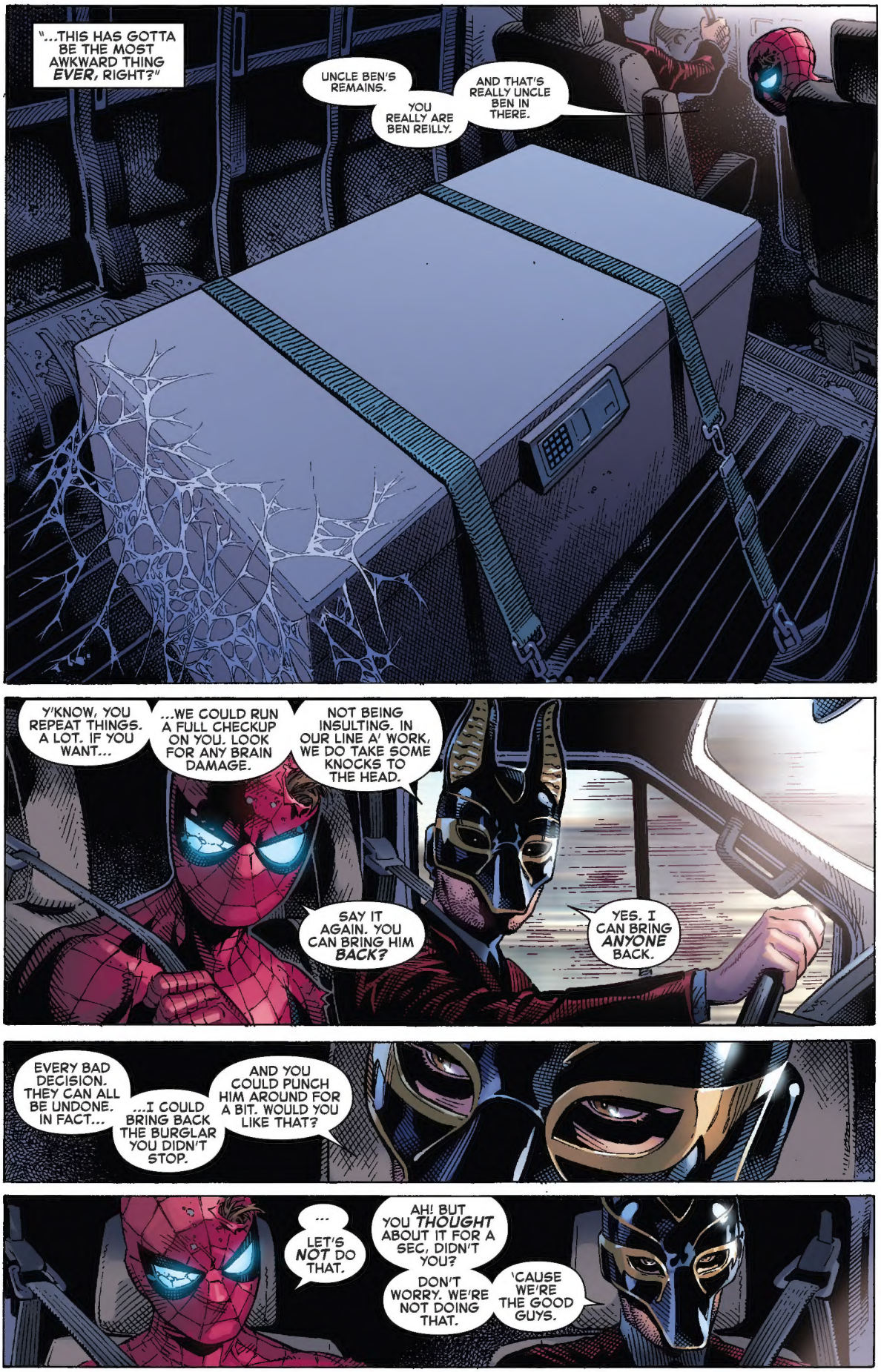
A "PROTO" CLONE? HA! I'VE A SSSIMPLER SSSOLUTION.
I BELIEVE I CAN SSSTOP YOUR BODIESSS FROM BREAKING DOWN...
...BY IMPROVING YOUR NATURAL REGENERATIVE ABILITIESSS.


YES, CONNORS. AND I'M SURE WITH YOUR TRACK RECORD...
...THAT WON'T END UP TURNING EVERY ONE OF US INTO REPTILES.

I DON'T HAVE TO TAKE THISSS ABUSSSE.
BESSSIDESS, I'M LATE FOR MY FAMILY DINNER.
RIGHT THERE'S YOUR PROBLEM, LIZARD.
HUMAN ENTANGLEMENTS.
THEY ALWAYS GET IN THE WAY OF PURE SCIENCE.

EXCUSE ME. I WAS TOLD TO COME UP HERE AND BRING--
HSSS!
OUT OF MY WAY, MILESSS SSSEVEN.

MMMAYBE I SHOULD TAKE OFF FOR DINNER TOO--
QUIET. YOU DON'T HAVE A CLONED FAMILY TO RUN OFF TO.
HMM.
KAINE, I MUST ADMIT, YOU ARE AN ENIGMA TO ME. YOU'RE AN EARLIER FORM OF CLONE...
...BUT FAR MORE STURDY THAN MYSELF OR FRANCINE, HERE.
IS IT YOUR SPIDER-POWERS OR--
HMM. YOUR "WEB-WARRIOR" COMMUNICATOR.
I REMEMBER THESE.
ODD. I HADN'T NOTICED BEFORE, BUT THEIR DESIGN IS VERY SIMILAR TO--
DOCTOR OCTAVIUS? SORRY TO INTERRUPT. THERE'S A SCIENTIST WE CAPTURED.
SHE'S STUDIED KAINE'S PHYSIQUE.
THE MASTER THOUGHT SHE MIGHT PROVIDE SOME INSIGHTS.
OH, DEAR GOD, IT'S YOU.
ANNA-MARIA? HERE? IN THE FLESH? I-I--
"IN THE FLESH"? UGH.
"SO LONG" IS RIGHT. GET ME OUT OF HERE.
I CAN'T BE IN A ROOM WITH THIS MAN.
HA! I TAKE IT BACK. I AM SO GLAD I STAYED...
ANNA, MY LOVE. PLEASE! I HAVE WAITED SO LONG FOR--


"...THIS HAS GOTTA BE THE MOST AWKWARD THING EVER, RIGHT?"
UNCLE BEN'S REMAINS.
YOU REALLY ARE BEN REILLY.
AND THAT'S REALLY UNCLE BEN IN THERE.
Y'KNOW, YOU REPEAT THINGS. A LOT. IF YOU WANT...
...WE COULD RUN A FULL CHECKUP ON YOU. LOOK FOR ANY BRAIN DAMAGE.
NOT BEING INSULTING. IN OUR LINE A' WORK, WE DO TAKE SOME KNOCKS TO THE HEAD.
SAY IT AGAIN. YOU CAN BRING HIM BACK?
YES. I CAN BRING ANYONE BACK.
EVERY BAD DECISION. THEY CAN ALL BE UNDONE. IN FACT...
...I COULD BRING BACK THE BURGLAR YOU DIDN'T STOP.
AND YOU COULD PUNCH HIM AROUND FOR A BIT. WOULD YOU LIKE THAT?
...
LET'S NOT DO THAT.
AH! BUT YOU THOUGHT ABOUT IT FOR A SEC, DIDN'T YOU?
DON'T WORRY. WE'RE NOT DOING THAT.
'CAUSE WE'RE THE GOOD GUYS.

HOW DID YOU PULL ALL THIS OFF?
THE SCIENCE? NEW U? YOUR OWN COMPANY? CRAZY MEDICAL PROCEDURES?
FDA APPROVAL?! IT'S ALL SO-- INSANE! HOW?!
I HAVE A "WEB", PETER. A NETWORK ACROSS THE COUNTRY.
MEMBERS OF THE GOVERNMENT.
LAW ENFORCEMENT.
MEDICAL INSTITUTIONS.
THE MEDIA...
...SO MANY PEOPLE OUT THERE WHO'VE LOST THEIR UNCLE BENS.
AND THAT'S WHAT I CAN GIVE THEM: LOVED ONES, SPOUSES, SIBLINGS, CHILDREN...
SO...EMOTIONAL BLACKMAIL.
LOVE, PETE. THE POWER OF LOVE. IT'S HOW AND WHY I'VE DONE THIS.
AND WITH YOUR HELP, AND PARKER INDUSTRIES...
...WE CAN MAKE THIS GO GLOBAL.
AH! THERE SHE IS! NEW U'S SECOND SITE.
THE TRANSAMERICA PYRAMID?! FOR REAL?!
YEAH. I GOT A WHOLE EGYPTIAN THEME GOING ON HERE.
JUST WORKIN' IT.

NEW U, SOUTH ENTRANCE.
ALL OF YOU, HURRY IN. BEFORE TOO MANY PEOPLE SEE YOU.
GWENDOLYNE! SO GLAD YOU'RE ALL RIGHT.
SPIDER-MAN?
THE BOSS IS BRINGING HIM IN. THEY'LL BE HERE IN A COUPLE MINUTES.
UNTIL THE NEW UNDERWORLD FACILITY IS READY...
...YOU'LL BE JOINING THE OTHERS IN THEIR AREA.
PLAY NICE. UNDERSTOOD?
AND BE QUICK ABOUT IT, IT'S TIME FOR YOUR MEDS.
SPEAKING OF WHICH.
OH, MY. THAT WAS A CLOSE CALL, DEAR.
IT'S A RELIEF YOU MADE IT BACK BEFORE...
...WELL, I DON'T EVEN WANT TO THINK ABOUT IT.
I CAN'T BELIEVE ANY OF YOU FELL FOR THAT IMPOSTER. THAT OTHER "ME".
I CERTAINLY DIDN'T.
WAIT. DO YOU THINK SHE KNOWS ABOUT OUR SECOND LOCATION?
THAT'S A GOOD POINT, GWENDY.
WE'LL HAVE TO KEEP AN EYE OUT FOR HER.
KAINE? ARE YOU THERE? KAINE!
NOT RESPONDING.
MAYBE I CAN LOCK ONTO HIS COMMUNICATOR. I JUST HOPE...

"...THE BIG GUY'S IN THERE SOMEWHERE."

I STILL CAN'T WRAP MY HEAD AROUND THIS.

YOU WERE ASH, BEN. DUST. I SCATTERED SOME OF YOUR REMAINS.

THERE'S NO COMING BACK FROM THAT.

AND YET HERE I AM, BROTHER.

ASK ME ANYTHING. THINGS ONLY THE REAL BEN REILLY WOULD KNOW.

I'M HIM. I'M ME. AND I WAS, IN MY MIND, RAISED JUST LIKE YOU.

I'M DOING SO MUCH GOOD HERE, PETER. LET ME SHOW YOU.

YOU'VE SEEN THE UNDERWORLD. LET ME INTRODUCE YOU TO THE FLIP SIDE...

...WELCOME TO HAVEN! IT'S NOT JUST YOUR ENEMIES.

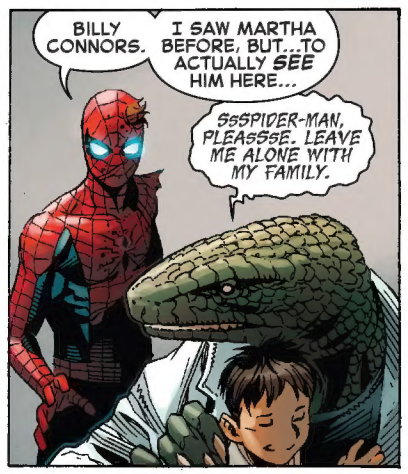
EVERYONE YOU KNOW AND LOVE HAS BEEN GIVEN A SECOND CHANCE TOO.

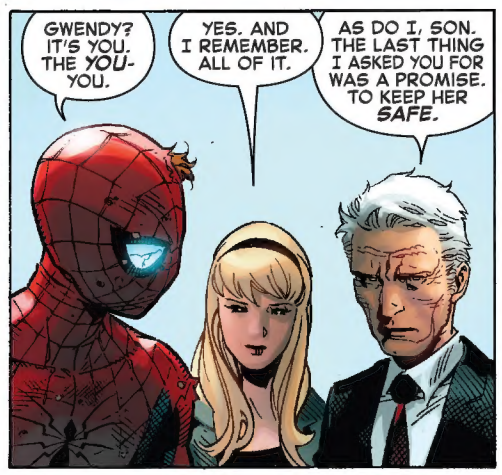
MATTIE? MARLA?

NICK KATZENBERG.

SALLY AVRIL. NED LEEDS...

THIS-- THIS CAN'T BE HAPPENING. WHAT HAVE YOU DONE?

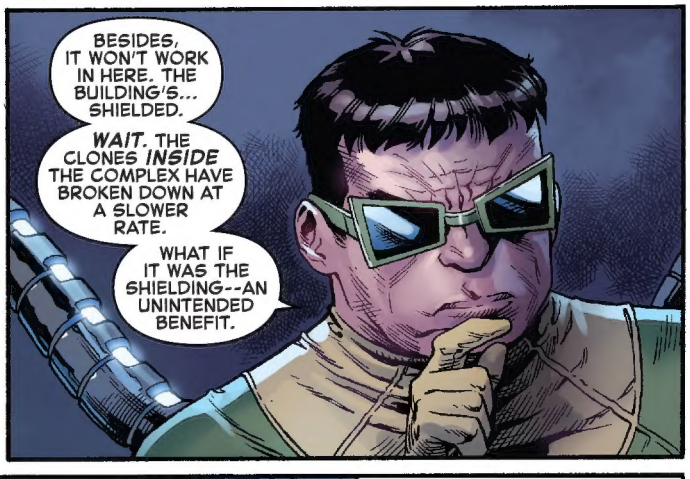


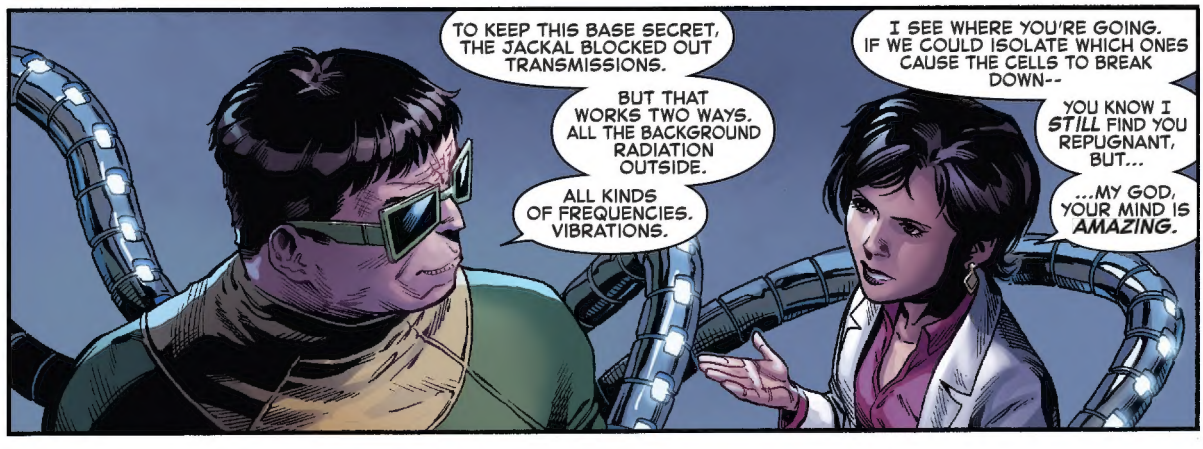


I WON'T FORGET WHAT YOU DID TO ME! MY LIFE! WHAT YOU PUT ME THROUGH!
I WANT NOTHING TO DO WITH YOU, "OTTO". EVER AGAIN!
I CROSSED THE GREAT DIVIDE. THE UNDISCOVERED COUNTRY.
I FOUGHT MY WAY BACK FROM THE DEAD. SO I COULD BE WITH YOU. AS MYSELF!
I DON'T CARE!

IS--IS IT MY FORM? IS IT UNPLEASING TO YOU?
IF I HAD COME BACK-- IN A BODY LIKE THAT--
--WELL NOT HIM, BUT ONE OF SPIDER-MAN'S BODIES, LIKE BEFORE?

AH! IS ANYONE OUT THERE! HELP! I'M--
PUT DOWN YOUR WEB-WARE, WOMAN!


BESIDES, IT WON'T WORK IN HERE. THE BUILDING'S... SHIELDED.
WAIT. THE CLONES INSIDE THE COMPLEX HAVE BROKEN DOWN AT A SLOWER RATE.
WHAT IF IT WAS THE SHIELDING--AN UNINTENDED BENEFIT.


TO KEEP THIS BASE SECRET, THE JACKAL BLOCKED OUT TRANSMISSIONS.
BUT THAT WORKS TWO WAYS. ALL THE BACKGROUND RADIATION OUTSIDE.
ALL KINDS OF FREQUENCIES. VIBRATIONS.
I SEE WHERE YOU'RE GOING. IF WE COULD ISOLATE WHICH ONES CAUSE THE CELLS TO BREAK DOWN--
YOU KNOW I STILL FIND YOU REPUGNANT, BUT...
...MY GOD, YOUR MIND IS AMAZING.

WHAT YOU'VE BUILT HERE. IT'S-- IT'S--

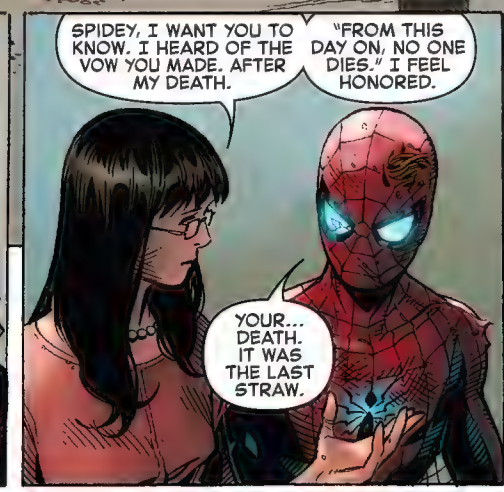
LIKE SOMETHING OUT OF A DREAM, RIGHT?

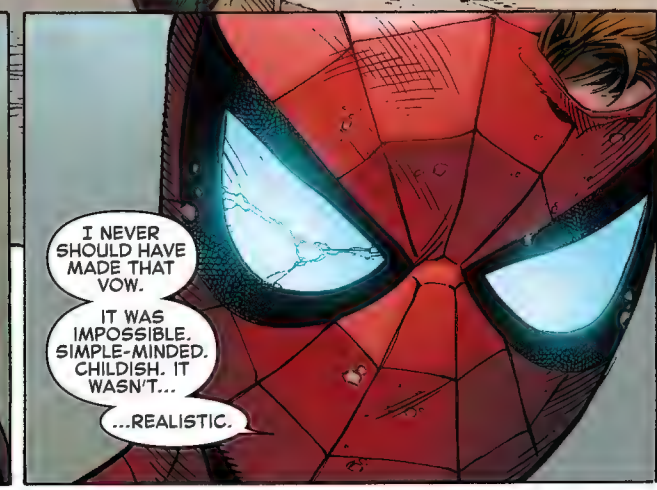
FRIEND AND FOE. LIONS AND LAMBS, LINING UP, ALL IN A ROW.

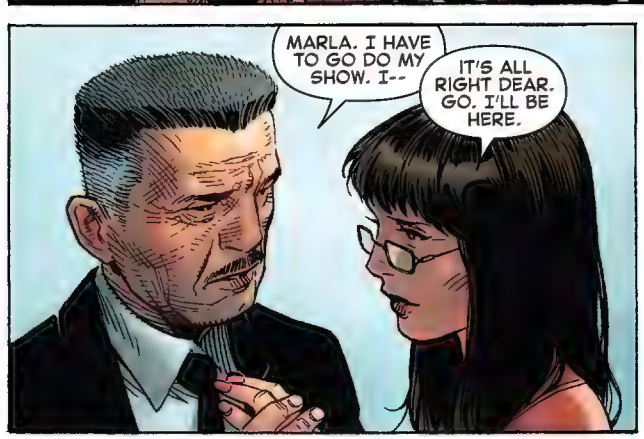
THIS COULD BE THE WHOLE WORLD, BROTHER.

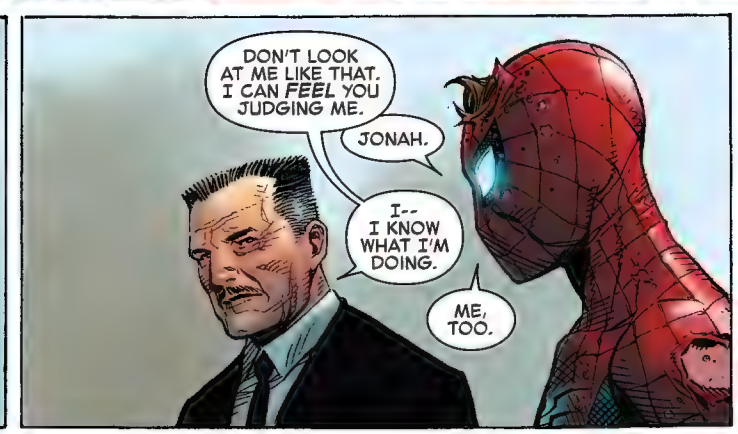
EVERYONE LIVING TOGETHER. IN PEACE. NO FEAR OF DEATH OR DYING.

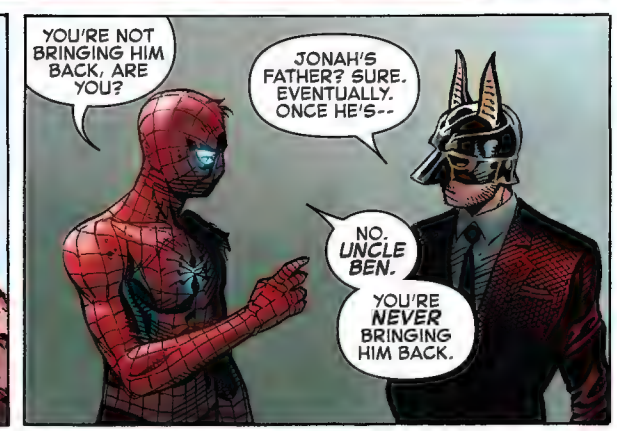
WITH YOUR COMPANY AND MINE, THE REACH WE COULD HAVE...THIS COULD BE *EVERYWHERE*.



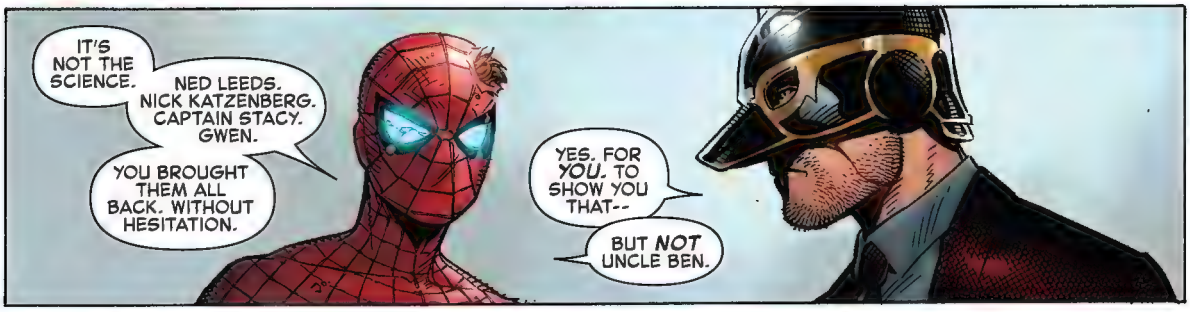


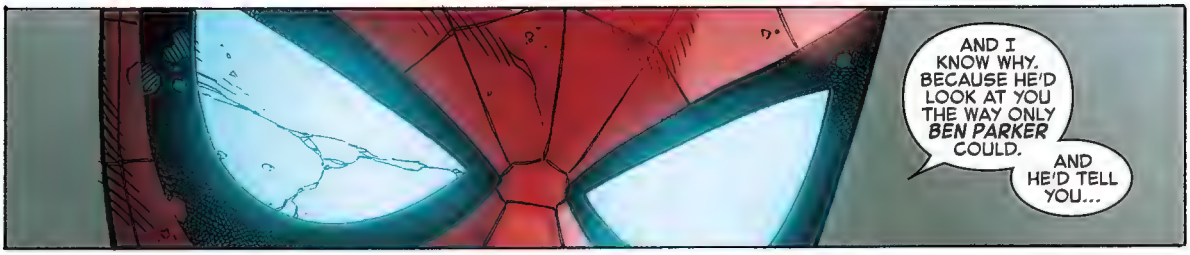






WHAT? IS THIS SOME KINDA "AUNT MAY CAN'T HAVE TWO HUSBANDS" PROBLEM?
YOU WERE NEVER GOING TO BRING HIM BACK.
BECAUSE IF YOU WERE, YOU WOULD'VE DONE IT ALREADY.
I--I HAVE THE TECHNOLOGY.


IT'S NOT THE SCIENCE.
NED LEEDS. NICK KATZENBERG. CAPTAIN STACY. GWEN.
YOU BROUGHT THEM ALL BACK. WITHOUT HESITATION.
YES. FOR YOU. TO SHOW YOU THAT--
BUT NOT UNCLE BEN.


AND I KNOW WHY. BECAUSE HE'D LOOK AT YOU THE WAY ONLY BEN PARKER COULD.
AND HE'D TELL YOU...

...YOU'RE WRONG.
YES. YOU HAVE THE MEANS. THE POWER.
BUT NO RESPONSIBILITY.

SNAP
ALL OF YOU. KILL HIM.
FINALLY!
AND THEN YOU'LL BRING HIM BACK, YES?
UNDER YOUR CONTROL?
NO.
I ALREADY HAVE...SOMEONE WHO CAN TAKE HIS PLACE.
SON OF A--
WELL, THAT EXPLAINS WHY YOU STOPPED GOING BLONDE.
JUST SO YOU KNOW, I'M VERY DISAPPOINTED IN YOU!
WHAT ABOUT ME? NEED A HAND?
PROWLER! ADMIT IT. YOU'VE BEEN WITH ME THE WHOLE TIME, HAVEN'T YA?
NOPE. TEAM JACKAL. BUT ANYONE TRIES TO KILL SPIDER-MAN?
THEY'RE CLEARLY THE BAD GUYS.

TOP FLOOR. EXPRESS ELEVATOR. ONE SEC. MY EARS HAVEN'T POPPED.
GENTLEMEN, LADIES, MULTIPLE CLONES. WHAT DO YOU HAVE FOR ME?
I AM READY TO TAKE THIS TO THE NEXT LEVEL. SO TALK. TELL ME YOU SOLVED OUR PROBLEM!
POSSIBLY. THERE'S BEEN A BREAKTHROUGH. A NEW DEVELOPMENT.
SO MUCH DRAMA! YOU SHOULDA SEEN IT!
HE CAME BACK FROM THE DEAD FOR HER. SHE SHOOTS HIM DOWN.
IT'S LIKE THE WORST TELENOVELA! LITTLE PERSON. FAT GUY. METAL ARMS. YOU COULD NOT WRITE THIS STUFF!
STOP. IN THE CORNER. NO MORE TV FOR YOU.
DR. OCTAVIUS? YOU WERE SAYING?
THE CELLS BREAK DOWN. THEY HARDEN. THEY CRYSTALIZE. AND YOU GET A CARRION, YES?
WELL, WE'VE BEEN LOOKING FOR A CHEMICAL OR BIOLOGICAL FIX.
BUT CRYSTALS CAN RESPOND TO HARMONICS. OUT THERE IS A FREQUENCY, A VIBRATION, THAT SPEEDS UP THE PROCESS.
WE'VE ISOLATED IT. WE'VE ENHANCED IT. WE COULD BREAK DOWN A CLONE IN MINUTES. SECONDS.
KNOWING THAT, PERHAPS THERE'S AN INVERSE FREQUENCY?
BUT IN THE MEANTIME, I'D LIKE TO DEMONSTRATE. MAYBE ON ONE OF YOUR DUPLICATE WARRENS?
OR KAINE? KAINE WOULD WORK.
MMRBBLE!

AAAND THAT'S MY CUE. HANG IN THERE, KAINE. I'VE GOT YOUR--
BACK OFF!
WHAT NOW?
THERE'S NO NEED TO MAKE ANYONE YOUR HUMAN GUINEA PIG.
I'VE ALREADY SOLVED YOUR LITTLE PROBLEM.
I KNOW HOW TO STOP THE CELLULAR DECAY ALL TOGETHER.
HOLD ON. IS SHE SERIOUS?
I THINK SO. YES.
NAHHH. SHE'S BLUFFING.
THIS WOMAN IS A GENIUS, WARREN. IF SHE SAYS SHE CAN DO IT...
...I BELIEVE HER.
ALL RIGHT. I'M GAME. TELL YOU WHAT, LITTLE LADY...
...GIVE ME YOUR SOLUTION. IF IT WORKS...
...ALL THIS COULD BE YOURS.
ALL WHAT?
THE PROTO CLONE. THE ULTIMATE TEMPLATE. WE CAN DOWNLOAD YOUR MIND...
"DEFECTS"?
...THAT GENIUS OF YOURS, INTO A BODY THAT WOULD SCREEN OUT ANY DEFECTS.
YES, I AM OFFERING YOU A NEW LIFE IN A PERFECT BODY. A FULL-GROWN ONE. WHAT DO YOU SAY?

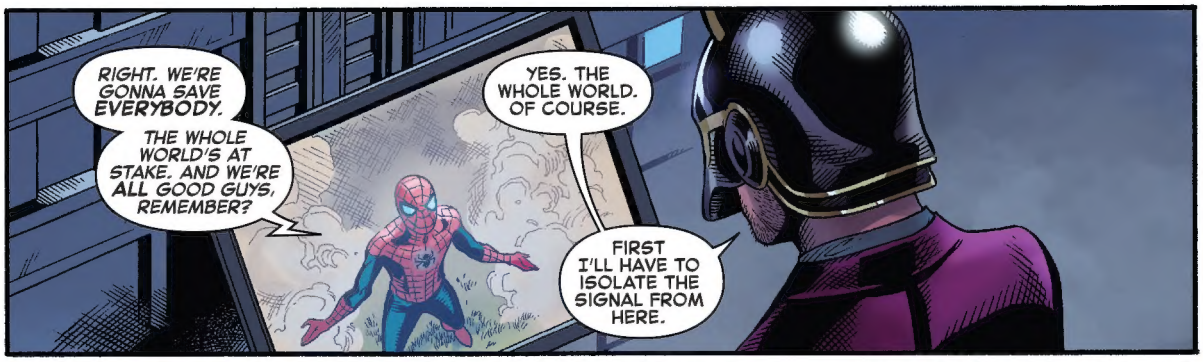
I SAY UP YOURS!
I ALREADY AM PERFECT.
YES, SHE IS. AND I WOULDN'T CHANGE A THING.
HOW DARE YOU MAKE SUCH AN OFFER TO THE WOMAN I LOVE!
WHAT INSOLENCE! THIS EFFRONTERY SHALL NOT STAND!
YOU SHALL PAY FOR THIS--
WARREN?!
SPIDER-SENSE!
THOSE REFLEXES! ALMOST PRETER-NATURAL! COULD IT BE...?
MASTER, HE KNOWS!
NOT ANOTHER WORD!
KLAANG
HMMPH?
SHH! THIS'S OUR BIG CHANCE, PARTNER.
I'M NOT GETTING A BETTER OPENING THAN THIS!
YEAH. REAL SUBTLE!

WAIT! ARE YOU THAT BLONDE SPIDER-GIRL FROM BEFORE?!
YEAH. AND IT'S SPIDER-*WOMAN!*
SERIOUSLY, WHAT IS IT WITH YOU AND CRAWLING AROUND OUR AIR DUCTS?
WHAT CAN I SAY? I'M A TEEN. I LIKE TO *VENT.*
MGMMPH!
I *KNOW.* THAT WAS TERRIBLE.
ZRAKT

SKREEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEE
"...TURN TO DUST!"
WHAT IS HAPPENING?!
I'VE SEEN THIS. CELLULAR DEGRADATION!
ALL THE CLONES ARE BREAKING DOWN! THEY'RE TURNING INTO CARRIONS!
GRAHH!
EHHK!
RRWAH!
AHH!
BILLY! MARTHA! DON'T DO THISSS! PLEASSSE!
HRRR!
THE DRUGS! THEY CAN FIX IT!
THEY HAVE TO!
GIVE 'EM!
GET BACK!
ARRGH!
PROWLER! ARE YOU OKAY?!
SPIDER-MAN... H-HELP US...

OH, GOD.
AHH!
M-MAKE IT STOP!
ALEKSEI...
OKSANA! NOT AGAIN. STAY WITH ME.
DAD?
SKREEEEEEEEEEEEEEEEEEEEEE
GWEN! CAPTAIN STACY! HOLD ON, I'LL--
I'M HERE, BABY.
DADDY...
EVERYONE, I'M VERY SORRY FOR THE PAIN...
...FOR HOW MUCH THIS IS HURTING YOU.
BEN! WHAT HAVE YOU DONE?!
I PROMISE YOU, EVERYTHING WILL BE ALL RIGHT. SOON.
TRUST IN ME. FOR I HAVE RENDERED DEATH MEANINGLESS.
I SWEAR TO YOU, BY MY POWER...
...YOU WILL ALL LIVE AGAIN!

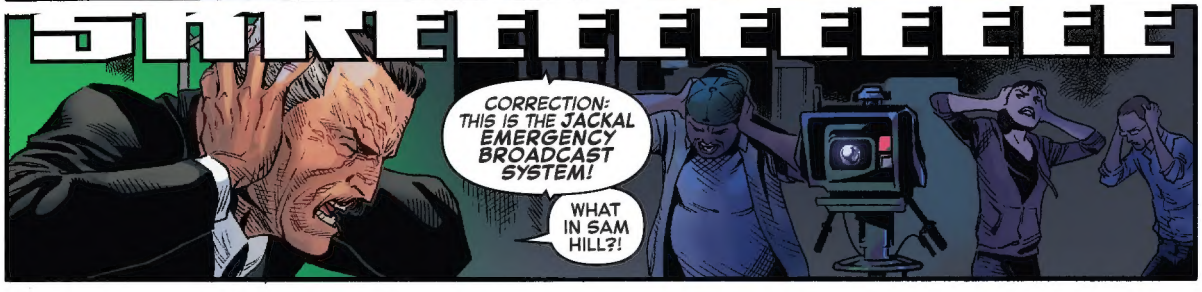
HE'S GONE MAD! HE'S LOST IT!
C'MON! DON'T KNOW HOW LONG MY WEBS WILL HOLD HER.
NOT LONG AT ALL, GIRLIE!
LET'S GET OUTTA HERE!
UGHH! SHE HAS THE RIGHT IDEA! WE MUST LEAVE!
COME! THIS MOMENT... HAS BEEN... PR-PREPARED FOR--
WHAT?! NO!
I DON'T WANT ANYTHING TO DO WITH YOU!
DON'T-- OWW!
OOOHH...
ANNA-MARIA?!
BUT YOU'RE NO CLONE. HOW--?!
I KNEW IT! IT'S HAPPENING AGAIN!
DAMN IT!
IT'S SPREADING! ALL OF YOU ARE CONTAGIOUS!
LIKE THIS COULDN'T GET ANY WORSE! HUMANS AND CLONES!
BEN, LISTEN TO ME! WE HAVE TO CONTAIN THIS! FAST!
WE CAN PULL THIS OFF--IF WE WORK TOGETHER. YOU AND ME! JUST LIKE OLD TIMES.
HUMANS... AND CLONES.


RIGHT. WE'RE GONNA SAVE EVERYBODY.
THE WHOLE WORLD'S AT STAKE. AND WE'RE ALL GOOD GUYS, REMEMBER?
YES. THE WHOLE WORLD. OF COURSE.
FIRST I'LL HAVE TO ISOLATE THE SIGNAL FROM HERE.

YEP. GOOD FIRST STEP. AND THEN--
GOT IT. YOU'LL HAVE TO EXCUSE ME FOR A SEC.
WHAT? BEN?!
BE RIGHT BACK. JUST SWITCHING CHANNELS.

GOING LIVE FROM THE REMOTE SET AT THE TRANS-AMERICA.
ON YOU IN THREE, JONAH...
YOU UP FOR THIS, SIR?
I KNOW WHAT I'M DOING.

THIS IS J. JONAH JAMESON, LIVE FROM THE TRANSAMERICA PYRAMID...
...WITH MORE BREAKING NEWS ABOUT NEW U TECHNOLOGIES...
FACT CHANNEL


THREEEEEEEEEEEE
CORRECTION: THIS IS THE JACKAL EMERGENCY BROADCAST SYSTEM!
WHAT IN SAM HILL?!

AND I'M SORRY TO INFORM YOU, BUT IT'S THE END OF THE WORLD.
BUT DON'T BE AFRAID...
FACT CHANNEL
DEAR LORD! NO! IF YOU CAN STILL HEAR ME, TURN OFF YOUR SETS! NOW!
SKREEEEEEEEEEEEE
...DEATH WILL COME QUICKLY.
ESPECIALLY TO ALL YOU NEW U-MANS WHO'VE DIED BEFORE.
LONNIE?! OH NO! NOT YOUR HEART AGAIN!
GRAHHH!
EEEEEEEEEEEEEEEEEE
AND IT'LL ONLY HURT... A LITTLE BIT.
FACT CHANNEL
FACT CHANNEL
BUT SOON, YOU WILL ALL BE REBORN!
BARRY?
UNNHH!
MA?
BY MY HAND!
JUNE!
AGHH!
EEEEEEEEEEEEEEEEEE
YOU'LL ALL RISE AGAIN! AND WE SHALL BE ONE RACE!
A NEW U! A NEW WORLD!
OHHHH!
EEEEEEEEEEEEEEEEEE
TO BE CONTINUED...

NEXT: